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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page No. 1 of 1

DOCKET FILE COPY ORIGINAL

(1) LOCKBOX # 979091			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Friend, Hudak & Harris, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,050.00	
(4) STREET ADDRESS LINE NO. 1 Three Ravinia Drive			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Atlanta		(7) STATE GA	(8) ZIP CODE 30346
(9) DAYTIME TELEPHONE NUMBER (include area code) 770-399-9500		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0014608731			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Charter Fiberlink - Missouri, LLC			
(14) STREET ADDRESS LINE NO. 1 12405 Powerscourt Drive			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY St. Louis		(17) STATE MO	(18) ZIP CODE 36131
(19) DAYTIME TELEPHONE NUMBER (include area code) 314-543-6600		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0005793922			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CDT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$1,050.00	(27A) TOTAL FEE \$1,050.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Charles Hudak</u> certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Charles Hudak</u> DATE <u>9-30-2011</u>			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

FRIEND, HUDAK & HARRIS, LLP

ATTORNEYS AT LAW

SUITE 1450

THREE RAVINIA DRIVE

ATLANTA, GEORGIA 30346-2117

(770) 399-9500

FACSIMILE (770) 395-0000

EMAIL: fh2@fh2.com

Writer's email: chudak@fh2.com

October 3, 2011

VIA OVERNIGHT DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
c/o U.S. Bank – Government Lockbox # 979091
SL-MO-C2-GL
1005 Convention Plaza
St. Louis, MO 63101
Attention: FCC Government Lockbox

Re: Charter Communications Entertainment I, LLC, Charter Fiberlink - Missouri, LLC
and US Cable of Coastal-Texas, L.P. Joint Application For Approval to Transfer
Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as
Amended

Dear Ms. Dortch:

Enclosed please find an original and six (6) copies of an application by Charter Communications Entertainment I, LLC ("CCE I"), Charter Fiberlink - Missouri, LLC ("Charter Fiberlink") (CCE I and Charter Fiberlink collectively referred to as "Charter") and US Cable of Coastal-Texas, L.P. ("US Cable") for approval to transfer domestic Section 214 authority from US Cable to Charter. Also enclosed is a completed Fee Remittance Form 159 and payment in the amount of \$1,050.00 to the Federal Communications Commission, which satisfies the filing fee required for this application under 47 CFR § 1.1105. Streamlined processing is requested pursuant to Section 63.03 of the Commission's rules.

Please date-stamp the enclosed extra copy of this filing marked "COPY" and return it in the envelope provided. If there are any questions concerning this letter, please contact the undersigned at (770) 399-9500 or via email at chudak@fh2.com. Thank you for your assistance.

FRIEND, HUDAK & HARRIS, LLP
ATTORNEYS AT LAW

Marlene H. Dortch, Secretary
Federal Communications Commission
October 3, 2011
Page 2

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Charles A. Hudak". The signature is fluid and cursive, with the first name "Charles" being more prominent.

Charles A. Hudak
Counsel for Charter Communications
Entertainment I, LLC and Charter Fiberlink -
Missouri, LLC

CAH/jh

Enc.

cc: Michael R. Moore, Esq.
Charter Communications, LLC

J. G. Harrington, Esq.
Dow Lohnes, P.L.L.C.

Best Copy & Printing
(via electronic mail: FCC@bcpiweb.com)

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

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CERTIFICATION STATEMENT I, <u>Charles Hudak</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Charles Hudak</u>		DATE <u>9-30-2011</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
US Cable of Coastal-Texas, L.P.)	
)	
<i>Transferor,</i>)	
)	
and)	
)	
Charter Communications Entertainment I, LLC)	File No. _____
Charter Fiberlink – Missouri, LLC)	
)	
<i>Transferees.</i>)	
)	
Joint Application for Consent to Transfer)	
Domestic Authority Pursuant to Section 214 of)	
the Communications Act of 1934, as amended)	

**JOINT APPLICATION FOR CONSENT TO TRANSFER
DOMESTIC AUTHORITY PURSUANT TO SECTION 214
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “**Communications Act**”), 47 U.S.C. § 214, and Sections 63.03 and 63.04 of the Commission’s Rules, 47 C.F.R. §§ 63.03 and 63.04, Charter Communications Entertainment I, LLC (“**CCE I**”), Charter Fiberlink – Missouri, LLC (“**Charter Fiberlink**”) (CCE I and Charter Fiberlink collectively referred to as “**Charter**”) and US Cable of Coastal-Texas, L.P. (“**US Cable**”, and together with Charter, the “**Applicants**”) hereby request consent to transfer to Charter certain tangible and intangible assets and related liabilities of US Cable used or useful in providing domestic interstate telecommunications services. The assets include a portion of a distribution system over which US Cable provides interstate private line service, cable television service, and high speed Internet service to customers in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri, along with US Cable’s associated customer base. US Cable is a non-dominant

carrier authorized by the Commission to provide domestic interstate telecommunications services. Charter Fiberlink is a non-dominant carrier authorized by the Commission to provide domestic interstate and international telecommunications services. CCE I is not authorized by the Commission to provide any telecommunications services. The Applicants seek streamlined processing of this Joint Application pursuant to Section 63.03(b)(2) of the Commission's Rules.

In support of this Joint Application, the Applicants respectfully submit the following information:

Background

US Cable is a limited partnership organized under the laws of the State of New Jersey. US Cable's principal offices are located at 28 West Grand Avenue, Montvale, New Jersey 07645. US Cable provides facilities-based point-to-point private line telecommunications services to five (5) customers in the communities of Hannibal, Mexico and Moberly and several surrounding areas in Missouri. US Cable also provides cable television services and high speed Internet services to the customers in such communities. US Cable is authorized by the Commission to provide domestic interstate telecommunications services.¹

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware. Charter Fiberlink's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink currently provides interconnected voice over Internet protocol ("VoIP") service, private line telecommunications services, and resold international services to customers in Missouri. Charter Fiberlink is authorized by the Commission to provide domestic

¹ US Cable is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's Rules.

interstate telecommunications services,² and provides resold international services pursuant to the authorization granted to its parent, CC Fiberlink, LLC.³

Charter Fiberlink has the technical expertise and financial capability to complete the transaction described herein and to serve the five (5) private line customers to be acquired from US Cable. Charter Fiberlink provides a full array of interconnected VoIP services, private line telecommunications services, and resold international services to customers in Missouri. Affiliates of Charter Fiberlink also provide the same services to customers in the States of Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Nebraska, Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin.⁴ Charter Fiberlink and its affiliates utilize the same dedicated telephone staff to manage their respective telephone operations. The telephone staff is competent in all areas of telephone system management including finance, operations, regulation, engineering, networking and sales. Currently, Charter Fiberlink and its affiliates provide telephone services to over 1.7 million customers within their service areas. There is no overlap between the areas in Missouri where US Cable and Charter Fiberlink provide their respective services.

CCE I is a limited liability company organized under the laws of the State of Delaware. CCE I's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCE I is not

² Charter Fiberlink is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

³ CC Fiberlink, LLC is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20030127-00070. *See also* Public Notice of International Authorizations Granted, DA 06-810 (April 16, 2006) at 4 (acknowledging that CC Fiberlink, LLC had "notified the Commission that it intends to provide international long distance telecommunications services through one or more wholly-owned subsidiaries: ... [including] ... Charter Fiberlink – Missouri, LLC.").

⁴ Cable affiliates of Charter Fiberlink also currently provide cable television services and high speed Internet services to customers in franchised areas in approximately thirty-five (35) states.

authorized by the Commission to provide, and does not provide, domestic interstate or international telecommunications services.

This Joint Application is entitled to streamlined treatment pursuant to Section 63.03(b)(2)(i) of the Commission's Rules because the proposed transaction described herein would not result in Charter Fiberlink and its affiliates having a market share in the interstate, interexchange market of greater than ten percent (10%) and neither Charter nor US Cable is dominant with respect to any service.

Description of the Transaction

The transaction between US Cable and Charter involves the purchase and sale of assets relating to the telephone, cable television and Internet business of US Cable in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Pursuant to an Asset Purchase Agreement dated June 24, 2011, CCE I will acquire certain assets, including the assets used by US Cable to provide point-to-point private line telecommunications services to five (5) business customers, in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Contemporaneously with the closing of that transaction, CCE I will transfer to Charter Fiberlink certain telephone assets that were used by US Cable to offer or provide its point-to-point private line telecommunications services in those communities, including US Cable's existing private line customer base in those communities. The transaction also will result in CCE I acquiring US Cable's cable television and Internet assets in the affected communities.

As a result of the transaction, all of the assets relating to the telephone, cable television and Internet business of US Cable in Hannibal, Mexico, Moberly and several surrounding areas in Missouri and all of US Cable's existing customers in those communities will be transferred to

Charter. Following the consummation of this transaction and two other pending transactions, US Cable no longer will provide telecommunications services.⁵

Transfer of Domestic Section 214 Authorization

Pursuant to Section 63.04(a) of the Commission's Rules, the Applicants supply the following information:

(1) Name, address and telephone number of each Applicant:

Transferor:

US Cable of Coastal-Texas, L.P.
28 West Grand Avenue
Montvale, New Jersey 07645
Telephone: (201) 930-9000

Transferees:

Charter Communications Entertainment I, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

Charter Fiberlink – Missouri, LLC
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 965-0555

(2) Government, state or territory under the laws of which each corporate or partnership Applicant is organized:

Transferor:

US Cable is a limited partnership organized under the laws of the State of New Jersey.

⁵ The Commission recently approved the partial assignment of US Cable's domestic Section 214 authorization for its operations in Minnesota and Wisconsin to Midcontinent Communications. See "Notice of Domestic Section 214 Authorization Granted," *Public Notice*, WC Docket No. 11-113, DA 11-1500 (rel. Sep. 6, 2011). The other transaction involves the partial assignment of US Cable's Section 214 authorization to Baja Broadband for services offered in Colorado, New Mexico and Texas. That application was filed on September 19, 2011.

Transferees:

CCE I is a limited liability company organized under the laws of the State of Delaware.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware.

- (3) Name, title, post office address, and telephone number of the officer or contact point of each Applicant to whom correspondence concerning the Joint Application is to be addressed:**

Transferor:

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, D.C. 20036
Telephone: (202) 776-2818
Facsimile: (202) 776-2222

Transferees:

Michael R. Moore, Esq.
Director and Senior Counsel, Regulatory Affairs
Charter Communications, Inc.
12405 Powerscourt Drive
St. Louis, Missouri 63131
Telephone: (314) 543-2414
Facsimile: (314) 965-6640

with a copy to:

Charles A. Hudak, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Telephone: (770) 399-9500
Facsimile: (770) 395-0000

- (4)(a) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferee:**

The following entities hold a ten percent (10%) or greater ownership interest in Charter Communications, Inc., which indirectly holds 99 percent (99%) ownership of CCE I and Charter Fiberlink through a series of intervening limited liability companies.

Name and Address	Percent Held	Citizenship	Principal Business
Apollo Global Management, LLC 9 West 57 th Street, 43 rd Floor New York, New York 10019	30.9%	USA	Investments
Oaktree Capital Group Holdings GP, LLC 333 South Grand Avenue, 28th Floor Los Angeles, California 90071	17.5%	USA	Investments
Crestview, L.L.C. 667 Madison Avenue, 10th Floor New York, New York 10065	10% (Approx.)	USA	Investments

Each of the foregoing entities is described on Schedule 1 of this Application. The vertical ownership chain of intervening limited liability companies between Charter Communications, Inc. and CCE I is set forth on Schedule 2 of this Application. The vertical ownership chain of intervening limited liability companies between Charter Communications, Inc. and Charter Fiberlink is set forth on Schedule 3 of this Application.

(4)(b) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the Transferor (US Cable):

Name and Address	Percent Held	Citizenship	Principal Business
US Cable Holdings, L.P. 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	51.66%	USA	Investments
Comcast-USC, LLC 1500 Market Street Philadelphia, PA 19121	48.34%	USA	Investments

US Cable Holdings, L.P. is the sole general partner in and is the managing partner of US Cable. Comcast-USC, LLC holds limited partnership interests in US Cable.

The ownership of US Cable Holdings, L.P. is as follows:

Name and Address	Percent Held	Citizenship	Principal Business
US Cable of Lake Forest, Inc. 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	27.21%	USA	Investments
Lake Capital Corporation 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	20.00%	USA	Investments
Stephen E. Myers 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	33.89%	USA	Investments

US Cable of Lake Forest is the sole general partner of US Cable Holdings, L.P. and does not hold any limited partnership interests.

The ownership of US Cable of Lake Forest is as follows:

Name and Address	Percent Held	Citizenship	Principal Business
Stephen E. Myers 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	51.00%	USA	Investments
Michael C. Anderson 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	10.00%	USA	Investments
William D. Lipkind, as Trustee of The Eastfield Trust 80 Main Street West Orange, New Jersey 07052	34.00%	USA	Trust

The ownership of Lake Capital Corporation is as follows:

Name and Address	Percent Held	Citizenship	Principal Business
Stephen E. Myers 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	72.67%	USA	Investments

Name and Address	Percent Held	Citizenship	Principal Business
Michael C. Anderson 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	10.00%	USA	Investments
William D. Lipkind and Alaska Trust Company, Trustees of The Northfield 2003 Alaska Insurance Trust 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	15.13%	USA	Trust

The following information pertains to the trustees of The Eastfield Trust and The Northfield 2003 Alaska Insurance Trust:

Name and Address	Citizenship	Principal Business
William D. Lipkind 28 West Grand Avenue, Suite 10 Montvale, New Jersey 07645	USA	Investments
Alaska Trust Company 1029 W. Third Avenue, Suite 400 Anchorage, Alaska 99501	USA	Investments

Comcast-USC, LLC is wholly owned by Comcast Corporation, a public company organized under the laws of the State of Pennsylvania, which has the same address as Comcast-USC, LLC. No individual or entity holds 10 percent or more of the equity of Comcast Corporation.

Except for Comcast-USC, LLC, other than their interests in US Cable, none of the individuals or companies listed above holds an attributable interest in any entity that provides interstate telecommunications services.

A list of entities that are affiliated with Comcast Corporation and provide or are authorized to provide interstate telecommunications services is set forth on Schedule 4 to this Application. Each of the listed Comcast entities is non-dominant.

(5) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853:

Charter hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

(6) Description of the transaction:

The transaction between US Cable and Charter involves the purchase and sale of assets relating to the telephone, cable television and Internet business of US Cable in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Pursuant to an Asset Purchase Agreement dated June 24, 2011, CCE I will acquire certain assets, including the assets used by US Cable to provide point-to-point private line telecommunications services to five (5) business customers, in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Contemporaneously with the closing of that transaction, CCE I will transfer to Charter Fiberlink certain telephone assets that were used by US Cable to offer or provide its point-to-point private line telecommunications services in those communities, including US Cable's existing private line customer base in those communities.

After the proposed transaction, Charter Fiberlink will continue to make service available to all customers within the affected service area. Charter Fiberlink will initially offer services at the current rates, terms and conditions offered by US Cable. No carrier change charges are associated with the transaction, and customers will be informed as to any changes in customer service or billing contact information that will result from the transaction.

(5) Certification by Transferee pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the Joint Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853:

Charter hereby certifies, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of its knowledge, information, and belief, no party to this Joint Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853.

(6) Description of the transaction:

The transaction between US Cable and Charter involves the purchase and sale of assets relating to the telephone, cable television and Internet business of US Cable in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Pursuant to an Asset Purchase Agreement dated June 24, 2011, CCE I will acquire certain assets, including the assets used by US Cable to provide point-to-point private line telecommunications services to five (5) business customers, in the communities of Hannibal, Mexico, Moberly and several surrounding areas in Missouri. Contemporaneously with the closing of that transaction, CCE I will transfer to Charter Fiberlink certain telephone assets that were used by US Cable to offer or provide its point-to-point private line telecommunications services in those communities, including US Cable's existing private line customer base in those communities.

After the proposed transaction, Charter Fiberlink will continue to make service available to all customers within the affected service area. Charter Fiberlink will initially offer services at the current rates, terms and conditions offered by US Cable. No carrier change charges are associated with the transaction, and customers will be informed as to any changes in customer service or billing contact information that will result from the transaction.

(7) Description of the geographic areas in which the Transferor and Transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Transferor:

US Cable currently is authorized to provide interstate domestic telecommunications services in parts of Colorado, Minnesota, Missouri, New Mexico, Texas and Wisconsin. In each market, it provides private line telecommunications services. As noted above, following consummation of this transaction and two other pending transactions, US Cable no longer will offer interstate telecommunications services.

Transferees:

Charter Fiberlink is authorized to provide intrastate, interstate and international telecommunications services to customers in the State of Missouri. Currently, Charter Fiberlink provides interconnected VoIP services, private line telecommunications services, and resold international services to customers in Missouri.

Affiliates of Charter Fiberlink are authorized to provide intrastate, interstate and international telecommunications services to customers in the States of Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Mississippi, Nebraska, Nevada, New Hampshire, New York, North Carolina, Oregon, South Carolina, Tennessee, Texas, Vermont, Virginia, Washington and Wisconsin. The affiliates of Charter Fiberlink provide interconnected VoIP services, and depending upon the state, may also provide point-to-point private line telecommunications services.

CCE I is not authorized by the Commission to provide, and does not provide, domestic interstate or international telecommunications services.

(8) Statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment:

The Joint Application is entitled to streamlined processing under Section 63.03(b)(2)(i) of the Commission's Rules because (a) the proposed transaction would not result in Charter Fiberlink and its affiliates having a market share in the interstate, interexchange market of greater than ten percent (10%), and (b) neither Applicant is dominant with respect to any service.

The proposed transaction will have no adverse effect on competition. Grant of streamlined treatment for this Application is consistent with Commission precedent.

(9) Identification of all other Commission applications related to the same transaction:

None.

(10) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Neither Applicant is facing imminent business failure. Therefore, the Applicants are not requesting any special consideration for this reason.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waiver requests are being sought in conjunction with the transaction.

(12) Statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

Grant of consent to the transfer of US Cable's assets to Charter will serve the public interest. Completion of the proposed transaction will serve the public interest in promoting competition in the domestic interstate telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining US Cable's telephone assets and customers in Missouri with Charter Fiberlink's current assets, services, products and expertise. Moreover,

approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, cost-effective telephone services and to compete effectively in the telecommunications market. Accordingly, the proposed transaction will benefit consumers through improved services, thereby promoting competition in the telecommunications market. For each of the foregoing reasons, grant of consent to the transfer of US Cable's assets to Charter is in the public interest.

Conclusion

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.


Respectfully submitted,

Charter Communications Entertainment I, LLC US Cable of Coastal-Texas, L.P.
Charter Fiberlink – Missouri, LLC

By: 

Charles A. Hudak
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346
Telephone: (770) 399-9500
Facsimile: (770) 395-0000
Email: chudak@fh2.com

Counsel to Charter Communications
Entertainment I, LLC and Charter
Fiberlink – Missouri, LLC

By: 

J.G. Harrington
Dow Lohnes P.L.L.C.
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 776-2818
Facsimile: (202) 776-2222
Email: JHarrington@dowlohn.com

Counsel to US Cable of Coastal-Texas,
L.P.

Dated: September 30, 2011

CHARTER CERTIFICATION

The undersigned hereby certifies, on behalf of Charter Communications Entertainment I, LLC and Charter Fiberlink – Missouri, LLC (collectively, “**Charter**”) with respect to the foregoing Joint Application for Consent to Transfer Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended (the “**Joint Application**”), that (1) Charter is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, and (2) the contents of the Joint Application are true and correct to the best of my knowledge, information, and belief.

Charter Communications Entertainment I, LLC
Charter Fiberlink – Missouri, LLC

By: 

Name: Rick Dykhouse

Title: Senior Vice President, General
Counsel and Corporate Secretary

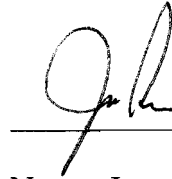
Date: September 30, 2011

US CABLE CERTIFICATION

The undersigned hereby certifies, on behalf of US Cable of Coastal-Texas, L.P. (“**US Cable**”) with respect to the foregoing Joint Application for Consent to Transfer Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended (the “**Joint Application**”), that (1) US Cable is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, and (2) the contents of the Joint Application are true and correct to the best of my knowledge, information, and belief.

US Cable of Coastal-Texas, L.P.

By: _____



Name: James D. Pearson

Title: President

Date: September 29, 2011

Schedule 1

Description of 10% Equity Holders

The following provides descriptions of the entities holding a ten percent (10%) or greater ownership interest in Charter Communications, Inc. (“CCI”), which descriptions appeared in CCI’s Proxy Statement, dated March 15, 2011, filed with the Securities and Exchange Commission (“SEC”) pursuant to Section 14(a) of the Securities Exchange Act of 1934.

Apollo Global Management, LLC

Based on the most recently available Schedule 13G dated December 31, 2010 and filed with the SEC on February 14, 2011, includes an aggregate of 34,759,665 shares of Class A common stock and warrants exercisable for 931,368 shares of Class A common, of which (i) 30,621,376 shares are held of record by AP Charter Holdings (Sub), LLC (“AP Charter Sub”); (ii) 1,264,996 shares and warrants exercisable for 121,370 shares are held of record by Red Bird, L.P. (“Red Bird”); (iii) 450,653 shares and warrants exercisable for 45,243 shares are held of record by Blue Bird, L.P. (“Blue Bird”); (iv) 185,268 shares and warrants exercisable for 19,661 shares are held of record by Green Bird, L.P. (“Green Bird”); (v) 1,332,405 shares and warrants exercisable for 30,213 shares are held of record by AAA Co-Invest VI BC, Ltd. (“AAA VI”); (vi) 904,967 shares and warrants exercisable for 20,521 shares are held of record by AAA Co-Invest VII BC, Ltd. (“AAA VII”); and (vii) warrants exercisable for 694,360 shares are held of record by AP Charter Holdings, L.P. (“AP Charter”).

AP Charter is the sole member and manager of AP Charter Sub. Apollo Advisors VI, L.P. (“Advisors VI”) and Apollo Advisors VII, L.P. (“Advisors VII”) serve as the general partners of AP Charter. Apollo Capital Management VI, LLC (“ACM VI”) serves as the general partner of Advisors VI, and Apollo Capital Management VII, LLC (“ACM VII”) serves as the general partner of Advisors VII. Apollo Principal Holdings I, L.P. (“Principal I”) is the sole member and manager of each of ACM VI and ACM VII. Apollo Principal Holdings I GP, LLC (“Principal I GP”) serves as the general partner of Principal I. Red Bird GP, Ltd. (“Red Bird GP”) is the general partner of Red Bird, Blue Bird GP, Ltd. (“Blue Bird GP”) is the general partner of Blue Bird, and Green Bird GP, Ltd. (“Green Bird GP”) is the general partner of Green Bird. AAA Guarantor — Co-Invest VI, L.P. (“AAA Guarantor VI”) is the sole shareholder of AAA VI, and AAA Guarantor — Co-Invest VII, L.P. (“AAA Guarantor VII”) is the sole shareholder of AAA VII. Apollo SVF Management, L.P. (“SVF Management”) is the director of each of Red Bird GP and Blue Bird GP, and Apollo Value Management, L.P. (“Value Management”) is the director of Green Bird GP. The general partner of SVF Management is Apollo SVF Management GP, LLC (“SVF Management GP”), and the general partner of Value Management is Apollo Value Management GP, LLC (“Value Management GP”). Apollo Capital Management, L.P. (“Capital Management”) is the sole member and manager of each of SVF Management GP and Value Management GP. The general partner of Capital Management is Apollo Capital Management GP, LLC (“Capital Management GP”). The sole shareholder of Red Bird GP is Apollo SOMA Advisors, L.P. (“SOMA Advisors”), the sole shareholder of Blue Bird GP is Apollo SVF Advisors, L.P. (“SVF Advisors”), and the sole shareholder of Green Bird GP is Apollo Value Advisors, L.P. (“Value Advisors”). The general partner of SOMA Advisors is Apollo SOMA Capital Management, LLC (“SOMA Capital Management”), the general partner of SVF Advisors is Apollo SVF Capital Management, LLC (“SVF Capital Management”), and the general partner of Value Advisors is Apollo Value Capital Management, LLC (“Value Capital

Schedule 1 (Cont.)
Description of 10% Equity Holders

Management”). Apollo Principal Holdings II, L.P. (“Principal II”) is the sole member and manager of each of SOMA Capital Management, SVF Capital Management and Value Capital Management. Apollo Principal Holdings II GP, LLC (“Principal Holdings GP”) is the general partner of Principal II. AAA MIP Limited (“AAA MIP”) is the general partner of each of AAA Guarantor VI and AAA Guarantor VII. Apollo Alternative Assets, L.P. (“Alternative Assets”) provides management services to AAA MIP. Apollo International Management, L.P. (“Intl Management”) is the managing general partner of Alternative Assets, and Apollo International Management GP, LLC (“International GP”) is the general partner of Intl Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of each of Capital Management GP and International GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the principal executive officers and managers of Principal I GP, Principal II GP and Management Holdings GP.

Neither AP Charter Sub or AP Charter has any voting or dispositive power over the shares of Common Stock or the Warrants held of record by any of Red Bird, Blue Bird, Green Bird, AAA VI or AAA VII, respectively, none of Red Bird, Blue Bird, Green Bird, AAA VI or AAA VII have any voting or dispositive power over the shares of Common Stock held of record by AP Charter Sub or the Warrants held of record by AP Charter, and AP Charter Sub does not have any voting or dispositive power over the Warrants held of record by AP Charter. AP Charter Sub disclaims beneficial ownership of any shares of the Common Stock held of record, or issuable upon the exercise of Warrants held by, any of Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or AP Charter, respectively, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. AP Charter disclaims beneficial ownership of any shares of the Common Stock held of record by AP Charter Sub, and any shares of the Common Stock held of record, or issuable upon the exercise of Warrants held by, any of Red Bird, Blue Bird, Green Bird, AAA VI or AAA VII, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Red Bird, Blue Bird, Green Bird, AAA VI and AAA VII each disclaim beneficial ownership of any shares of the Common Stock held of record, or issuable upon the exercise of Warrants held by, one another or by AP Charter Sub or AP Charter, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, Red Bird GP, Blue Bird GP, Green Bird GP, AAA Guarantor VI, AAA Guarantor VII, SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP, AAA MIP, Alternative Assets, Intl Management, International GP, Management Holdings, Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, each disclaim beneficial ownership of all

Schedule 1 (Cont.)
Description of 10% Equity Holders

shares of the Common Stock held of record, or issuable upon the exercise of Warrants held by, AP Charter Sub, Red Bird, Blue Bird, Green Bird, AAA VI, AAA VII or AP Charter, as applicable, in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The principal address for AP Charter Sub, AP Charter, Advisors VI, ACM VI, Advisors VII, ACM VII, Principal I, Principal I GP, SOMA Advisors, SOMA Capital Management, SVF Advisors, SVF Capital Management, Value Advisors, Value Capital Management, Principal II, Principal II GP and Alternative Assets is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal address for Red Bird, Red Bird GP, Blue Bird, Blue Bird GP, Green Bird, Green Bird GP, AAA VI and AAA VII is Walkers Corporate Services Limited, P.O. Box 908-GT, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal address for AAA Guarantor VI, AAA Guarantor VII and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The principal address for SVF Management, SVF Management GP, Value Management, Value Management GP, Capital Management, Capital Management GP, Intl Management, International GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 W. 57th Street, 43rd Floor, New York, NY 10019.

Oaktree Capital Group Holdings GP, LLC

Based on the most recently available Schedule 13G dated December 31, 2010 and filed with the SEC on February 14, 2011, includes shares beneficially owned by Oaktree Opportunities Investments, L.P. and warrants beneficially owned by affiliates of Oaktree Opportunities Investments, L.P. Of the shares listed, 19,725,105 are held by Oaktree Opportunities Investments, L.P. As reported in the Schedule 13G, Bruce Karsh has assigned to OCM FIE, L.P. all economic, pecuniary and voting rights with respect to 2,536 shares of restricted Class A common stock. Of the warrants included: 95,743 are held by OCM Opportunities Fund V, L.P.; 215,108 are held by OCM Opportunities Fund VI, L.P.; 104,553 are held by OCM Opportunities Fund VII Delaware, L.P.; and 13,140 are held by Oaktree Value Opportunities Fund, L.P. The mailing address for the holders listed above is c/o Oaktree Capital Management, L.P., 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071.

The general partner of Oaktree Opportunities Investments, L.P. is Oaktree Fund GP, LLC. The managing member of Oaktree Fund GP, LLC is Oaktree Fund GP I, L.P. The general partner of Oaktree Fund GP I, L.P. is Oaktree Capital I, L.P. The general partner of Oaktree Capital I, L.P. is OCM Holdings I, LLC. The managing member of OCM Holdings I, LLC is Oaktree Holdings, LLC. The managing member of Oaktree Holdings, LLC is Oaktree Capital Group, LLC. The holder of a majority of the voting units of Oaktree Capital Group, LLC is Oaktree Capital Group Holdings, L.P. The general partner of Oaktree Capital Group Holdings, L.P. is Oaktree Capital Group Holdings GP, LLC. The members of Oaktree Capital Group Holdings GP, LLC are Kevin Clayton, John Frank, Stephen Kaplan, Bruce Karsh, Larry Keele, David Kirchheimer, Howard Marks and Sheldon Stone. Each of the general partners, managing members, unit holders and members described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by

Schedule 1 (Cont.)
Description of 10% Equity Holders

Oaktree Opportunities Investments, L.P., except to the extent of any pecuniary interest therein. The address for all of the entities and individuals identified above is 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071. Pursuant to Charter's Plan, Oaktree Opportunities Investments, L.P. had the ability to elect one member to Charter's post-Effective Date Board and elected Bruce Karsh who has been serving on the Board since the Effective Date. By virtue of being a member of Oaktree Capital Group Holdings GP, LLC, Mr. Karsh may be deemed to have or share beneficial ownership of shares or warrants beneficially owned by Oaktree Opportunities Investments, L.P. or certain of its affiliated funds. Mr. Karsh expressly disclaims beneficial ownership of such shares or warrants, except to the extent of his direct pecuniary interest therein.

Crestview, L.L.C.

Based on the most recently available Schedule 13G dated December 31, 2010 and filed with the SEC on February 10, 2011, the number of shares reported includes: 3,403,023 shares held by Encore, LLC and 7,800,932 shares held by Encore II, LLC. The managing members of Encore, LLC are Crestview Partners, L.P., Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Encore (ERISA), Ltd., Crestview Offshore Holdings (Cayman), L.P. Crestview Partners (ERISA), L.P. is the manager of Encore (ERISA), Ltd. The general partner of Crestview Partners, L.P. Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Crestview Partners (ERISA), L.P., and Crestview Offshore Holdings (Cayman), L.P. is Crestview Partners GP, L.P. The general partner of Crestview Partners GP, L.P. is Crestview, LLC.

The managing members of Encore II, LLC are Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (PF), L.P., Crestview Partners II (TE), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. The general partner of the managing members of Encore II, LLC is Crestview Partners II, GP. The general partner of Crestview Partners GP, L.P. is Crestview, LLC. Crestview LLC is managed and owned by the following six members, Volpert Investors, L.P., Murphy Investors, L.P., DeMartini Investors, L.P., RJH Investment Partners, L.P., The 2007 Delaney Family and J&N Ventures, Inc. Each of these six entities is owned solely by family members of its related senior manager, who are: Barry Volpert, Thomas S. Murphy, Jr., Richard DeMartini, Robert J. Hurst, Bob Delaney and Jeff Marcus, respectively. The officers and directors of Crestview LLC have voting and dispositive powers with respect to the shares by beneficially owned by the Encore partnerships above. The officers and directors of Crestview LLC are as follows, Barry Volpert, Chief Executive Officer, Thomas S. Murphy, Jr., President, Robert J. Hurst, Managing Director, Richard DeMartini, Managing Director, Jeff Marcus, Managing Director, and Bob Delaney, Managing Director. The officers and directors of Crestview LLC above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Encore partnerships except to the extent of any pecuniary interest therein.

The business address for Encore, LLC, Encore II, LLC, Crestview Partners, L.P. Crestview Partners (PF), L.P., Crestview Holdings (TE), L.P., Crestview Partners (ERISA), L.P., Crestview Partners II, L.P., Crestview Partners II (FF), L.P., Crestview Partners II (PF), L.P., Crestview Partners II (TE), L.P., Crestview Partners GP, L.P., Crestview Partners II, GP and Crestview, LLC is c/o Crestview

Schedule 1 (Cont.)
Description of 10% Equity Holders

Partners 667 Madison Avenue, 10th Floor, New York, New York 10065. The business address for Encore (ERISA), Ltd., Crestview Offshore Holdings (Cayman), L.P., Crestview Offshore Holdings II (Cayman), L.P., Crestview Offshore Holdings II (FF Cayman), L.P. and Crestview Offshore Holdings II (892 Cayman), L.P. is Maples Corporate Services, Limited, PO Box 309 GT, Ugland House, George Town, Grand Cayman, Cayman Islands.

Schedule 2
Vertical Ownership Chain
For Charter Communications Entertainment I, LLC

Name/Address	% Held	Citizenship	Principal Business
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Entertainment, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Entertainment I, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 3
Vertical Ownership Chain
For Charter Fiberlink – Missouri, LLC

Name/Address	% Held	Citizenship	Principal Business
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO NR Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CC Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 3
Vertical Ownership Chain
For Charter Fiberlink – Missouri, LLC

Name/Address	% Held	Citizenship	Principal Business
Charter Communications, Inc. 12405 Powerscourt Drive St. Louis, Missouri 63131	99%	USA	Cable/Telecommunications
Charter Communications Holding Company, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCHC, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH I, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCH II, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
Charter Communications Operating, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CCO NR Holdings, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications
CC Fiberlink, LLC 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 3 (Cont.)
Vertical Ownership Chain
For Charter Fiberlink – Missouri, LLC

Name/Address	% Held	Citizenship	Principal Business
Charter Fiberlink – Missouri, LLC (Applicant) 12405 Powerscourt Drive St. Louis, Missouri 63131	100%	USA	Cable/Telecommunications

Schedule 4
Entities Affiliated with Comcast Corporation that
Provide or Are Authorized to Provide Interstate Telecommunications Services

Entity	State of	Services Provided	Affiliation
Comcast Business Communications, LLC dba Comcast Long Distance	Pennsylvania	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME02, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME04, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME05, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME16, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME22, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME26, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME28, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
Comcast WCS ME19, Inc.	Delaware	Wireless Communications Services	Wholly-owned subsidiary of Comcast Corporation
SpectrumCo, LLC	Delaware	Wireless Communications Services	54.28% owned by Comcast Corporation
Comcast Phone, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of California, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Colorado, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Connecticut, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Schedule 4 (Cont.)
Entities Affiliated with Comcast Corporation that
Provide or Are Authorized to Provide Interstate Telecommunications Services

Entity	State of	Services Provided	Affiliation
Comcast Phone of Florida, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Georgia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Idaho, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Illinois, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Iowa, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Louisiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Maine, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Massachusetts, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Minnesota, Inc.	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Montana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nebraska, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Nevada, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Hampshire, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of North Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Ohio, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oklahoma, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Oregon, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Schedule 4 (Cont.)
Entities Affiliated with Comcast Corporation that
Provide or Are Authorized to Provide Interstate Telecommunications Services

Entity	State of	Services Provided	Affiliation
Comcast Phone of Pennsylvania, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Rhode Island, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Dakota, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Texas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Utah, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Vermont, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of West Virginia, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Washington, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone II, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Alabama, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arkansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Arizona, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Delaware, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of D.C., LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Central Indiana, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kansas, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Kentucky, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation

Schedule 4 (Cont.)
Entities Affiliated with Comcast Corporation that
Provide or Are Authorized to Provide Interstate Telecommunications Services

Entity	State of	Services Provided	Affiliation
Comcast Phone of Northern Maryland, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Mississippi, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Missouri, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Jersey, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New Mexico, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of New York, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of South Carolina, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Tennessee, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Wisconsin, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation
Comcast Phone of Michigan, LLC	Delaware	Telephony	Wholly-owned subsidiary of Comcast Corporation